

**FARRIS MATHEWS BRANAN
BOBANGO & HELLEN PLC**

ATTORNEYS AT LAW

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101 MAR 20 PM 1 59

OFFICE OF THE
EXECUTIVE SECRETARY

March 20, 2001

VIA HAND DELIVERY

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

**Re: Amendment to the Application of Memphis Networx, LLC for
a Certificate of Public Convenience and Necessity to Provide
Intrastate Telecommunications Services and Joint Petition of
Memphis Light, Gas and Water Division, a Division of the
City of Memphis, Tennessee ("MLGW") and A&L Networks -
Tennessee, LLC ("A&L") for Approval of Agreement Between
MLGW and A&L Regarding Joint Ownership of
Memphis Networx, LLC
Docket No. 99-00909**

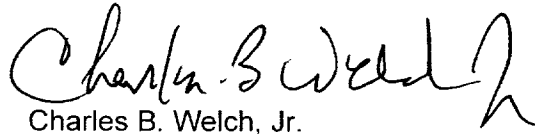
Dear Mr. Waddell:

Enclosed for filing please find an original and thirteen (13) copies of Intervenor's Discovery Deposition Data Requests in the above-referenced docket. Copies are being served on parties of record.

If you have any questions, please contact me.

Very truly yours,

**FARRIS MATHEWS BRANAN
BOBANGO & HELLEN PLC**


Charles B. Welch, Jr.

CBW:lw

Enclosures

MEMPHIS DOWNTOWN: One Commerce Square, Suite 2000, Memphis, Tennessee 38103, (901) 259-7100 telephone, (901) 259-7150 facsimile

MEMPHIS EAST: 530 Oak Court Drive, Suite 345, Memphis, Tennessee 38117, (901) 762-0530 telephone, (901) 683-2553 facsimile

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

**APPLICATION OF MEMPHIS NETWORKX, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATION SERVICES AND JOINT
PETITION OF MEMPHIS LIGHT GAS & WATER
DIVISION, A DIVISION OF THE CITY OF
MEMPHIS, TENNESSEE ("MLGW") AND A&L
NETWORKS-TENNESSEE, LLC ("A&L") FOR
APPROVAL OF AGREEMENT BETWEEN MLGW
AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORKX, LLC.**

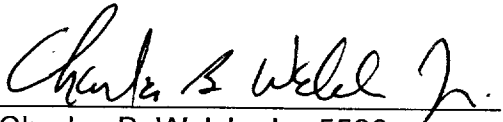
Docket No. 99-00909

INTERVENORS' DISCOVERY DEPOSITION DATA REQUEST

COME NOW Intervenors, Tennessee Cable Telecommunications Association ("TCTA") and Time Warner Communications of the Mid-South, L.P. and Time Warner Telecom of the Mid-South, L.P. ("Time Warner"), and hereby request that Ward Huddleston, as a representative of Memphis Networkx provide a copy of the business plan prepared by The Cambridge Strategic Management Group for Memphis Networkx which was requested in Mr. Huddleston's deposition on March 19, 2001. (See attached transcript excerpt pages 5-7). This request is consistent with previous Data Request numbers 5 and 21 of TCTA and Time Warner's Data Requests submitted to Memphis Networkx on February 5, 2001 (attached hereto).

Respectfully submitted

**FARRIS MATHEWS BRANAN
BOBANGO & HELLEN PLC**

By: 

Charles B. Welch, Jr., 5593
Attorney for Tennessee Cable
Telecommunications Assoc., Time Warner
Communications of the Mid-South, L.P. and
Time Warner Telecom of the Mid-South,
L.P.
618 Church Street, Suite 300
Nashville, Tennessee 37219
(615) 726-1200

CERTIFICATE OF SERVICE

I, Charles B. Welch, Jr., hereby certify that I have served a copy of the foregoing on the parties listed below on this the 20th day of March, 2001 by placing same in U.S. Mail, postage prepaid.

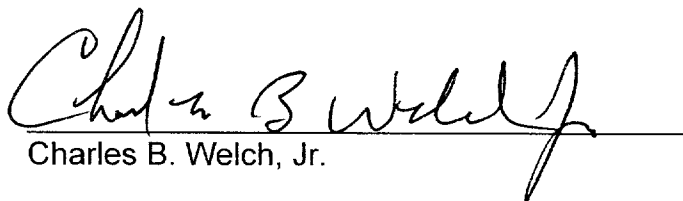
D. Billye Sanders, Esq.
John Knox Walkup, Esq.
Wyatt, Tarrant & Combs
2525 West End Avenue, Suite 1500
Nashville, TN 37203

Guy Hicks, Esq.
Patrick Turner, Esq.
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333 Commerce St., Suite 2101
Nashville, TN 37201-3300

Vance Broemel, Esq.
Office of the Attorney General
Consumer Advocate Division
Cordell Hull Bldg.
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Nashville, TN 37243-0500

R. Dale Grimes, Esq.
Bass, Berry & Sims
2700 First American Center
Nashville, TN 37238

Henry Walker, Esq.
Boult, Cummings, Conners & Berry
414 Union St., Suite 1600
PO Box 198062
Nashville, TN 37219


Charles B. Welch, Jr.

1 BEFORE THE TENNESSEE REGULATORY AUTHORITY
2 NASHVILLE TENNESSEE

3 IN RE: APPLICATION OF MEMPHIS)
4 NETWORKX, LLC FOR A CERTIFICATE)
5 OF PUBLIC CONVENIENCE AND)
6 NECESSITY TO PROVIDE INTRASTATE)
7 TELECOMMUNICATIONS SERVICES)
8 AND JOINT PETITION OF MEMPHIS)
9 LIGHT GAS AND WATER DIVISION,)
10 A DIVISION OF THE CITY OF MEMPHIS)
11 TENNESSEE ("MLGW") AND A&L)
12 NETWORKS-TENNESSEE, LLC ("A&L"))
13 FOR APPROVAL OF AGREEMENT BETWEEN)
14 MLGW AND A&L REGARDING JOINT)
15 OWNERSHIP OF MEMPHIS NETWORKX, LLC.))
16 -----

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20 Excerpt of the Deposition of:
21 WARD HUDDLESTON
22 Taken on behalf of Time Warner
23 March 19, 2001

24 -----
25 BETTY T. RUST, RPR
 COURT REPORTER
 P.O. Box 271177
 Nashville, Tennessee 37227-1177
 615.399.8742

1 APPEARANCES:

2 Charles B. Welch, Jr., Esq.
John Farris, Esq.

3 FARRIS MATHEWS BRANAN BOBANGO & HELLEN
4 618 Church Street
Suite 300
Nashville, TN 37219

5 Attorneys for Time Warner of the Mid-South L.P.,
6 Time Warner Communications of the Mid-South, L.P.,
and the Tennessee Cable Telecommunications Association

7 * * *

8 D. Billye Sanders, Esq.
9 WALLER LANSDEN DORTCH & DAVIS
Nashville City Center
10 511 Union Street, Suite 2100
Nashville, TN 37219

11 Attorney for Memphis Light Gas and Water
12 and Memphis Networx, LLC

13 * * *

14 John Knox Walkup, Esq.
WYATT TARRANT & COMBS
15 2525 West End Avenue
Suite 1500
16 Nashville, TN 37203

17 Attorney for Memphis Networx, LLC and
Memphis Broadband, LLC

18 * * *

19 Timothy C. Phillips, Esq.
20 STATE OF TENNESSEE
ATTORNEY GENERAL & REPORTER
21 Consumer Advocate and Protection Division
425 5th Avenue North
22 Nashville, TN 37243

23

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I N D E X

2 Examination by Mr. Welch

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E X H I B I T S

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8 No. 8 Cambridge Agreement

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1 The deposition of WARD HUDDLESTON was taken
2 by counsel for Time Warner, by subpoena, at the
3 Tennessee Regulatory Authority, 460 James Robertson
4 Parkway, Nashville, Tennessee, on March 19, 2001, for
5 all purposes regulated by the Tennessee Regulatory
6 Authority.

7 The formalities as to notice, caption,
8 certificate, et cetera, are waived. All objections,
9 except as to the form of the questions, are reserved
10 to the hearing.

11 It is agreed that Betty T. Rust, being a
12 Notary Public and Court Reporter for the State of
13 Tennessee, may swear the witness, and that the reading
14 and signing of the completed deposition by the witness
15 are waived.

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19 E X C E R P T

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22 WARD HUDDLESTON

23 was called as a witness, and after having been first
24 duly sworn, testified as follows:

25

1 EXAMINATION

2 QUESTIONS BY MR. WELCH:

3 * * *

4 Q. Okay. Let me pass this one to you.

5 A. I'm familiar with this.

6 Q. Is that an agreement between Memphis Networx
7 and the Cambridge --

8 A. Cambridge Strategic Management Group, yes.

9 Q. Generally, what does that agreement represent
10 to Memphis Networx?

11 A. Well, what this represents is, given that the
12 age of our business plan with Arthur D. Little dates
13 back to early '99, all the parties agreed that it was
14 time to take a new look -- a relook, at least, at our
15 strategy. Rather than doing a detailed business plan,
16 the Cambridge Group was brought in to advise us
17 regarding our high-level strategy and to validate some
18 major assumptions and to otherwise look at our
19 strategy. I guess that's a fair --

20 Q. Your business strategy?

21 A. Yes. The strategy of Memphis Networx.

22 Q. Has the Cambridge Group done any work
23 pursuant to the terms of that agreement?

24 A. Yes.

25 MR. WELCH: Let's go ahead and mark it.

1 (The previously mentioned document was marked
2 Exhibit No. 8.)

3 BY MR. WELCH:

4 Q. And what work have they performed pursuant to
5 that agreement?

6 A. They have made a number of presentations and
7 analyses, principally PowerPoint time presentations.

8 Q. Anything else?

9 A. Well, they did -- they did the industry
10 research in terms of validating demand for bandwidth;
11 they did research regarding cost of equipment, network
12 equipment; they did modeling regarding expected cash
13 flows.

14 Q. Has that been provided to you in a hard copy
15 form or was it just PowerPoint presentation?

16 A. It was all soft copy.

17 Q. But you have a copy of that?

18 A. Yes.

19 Q. Has that been produced in Mr. Seamons'
20 production of documents or do you know?

21 MR. WALKUP: No.

22 THE WITNESS: I don't know.

23 BY MR. WELCH:

24 Q. Would you mind producing a copy of that for
25 us through your attorney, Mr. Huddleston?

1 MR. WALKUP: Perhaps I should speak to
2 that because I think we're going to object to that
3 production.

4 MR. WELCH: Okay. We might want to make
5 a note that that is something we want to take up with
6 the hearing officer.

7 BY MR. WELCH:

8 Q. Let's get back to this leasing agreement, Mr.
9 Huddleston. What is the date on that agreement?

10 * * * * *

11 (End of excerpt.)

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1 STATE OF TENNESSEE)
2 COUNTY OF DAVIDSON) s.s.

3 I, BETTY T. RUST, Notary Public in and for
4 the State of Tennessee at Large,

5 DO HEREBY CERTIFY that the foregoing
6 deposition was taken at the time and place set forth
7 in the caption thereof; that the witness was duly
8 sworn to tell the truth, that the proceedings were
9 stenographically reported by me in shorthand, and that
10 the foregoing pages constitute a true and correct
11 transcription of an excerpt of said proceedings to the
12 best of my ability.

13 I FURTHER CERTIFY that I am not a relative or
14 employee or attorney or counsel of any of the parties
15 hereto, nor a relative or employee of such attorney or
16 counsel, nor do I have any interest in the outcome or
17 events of this action.

18 IN WITNESS WHEREOF, I have hereunto affixed
19 my official signature and seal of office this 20th day
20 of March, 2001, at Nashville, Davidson County,
21 Tennessee.

22

23

24

25

BETTY T. RUST
Notary At Large
State of Tennessee

My Commission Expires:
1-25-03

Request No. 3.: Identify all individuals who had any involvement in the amendment of the Operating Agreement.

Response:

Request No. 4.: Identify when Memphis Broadband, Memphis Angels, M-Net 2000 and Belz Broadband were formed and set forth their business structures, listing all parent companies, subsidiaries, affiliates, present and former officers, employees, agents, directors and all other persons acting or purporting to act on behalf of these entities. Provide a copy of the charter and a list of all shareholders (or comparable investors if not organized as a traditional corporation) of these entities if not previously provided.

Response:

Request No. 5.: Provide a copy of any business plans since October of 1999 of A&L, Memphis Broadband, Memphis Networx, Memphis Angels, M-Net 2000, Belz Broadband or any entity in which Mr. Lowe has any interest whatsoever.

Response:

Request No. 6.: Provide a detailed breakdown identifying "Prior Costs" and "Subsequent Costs" as those terms is defined in the Amended and Restated Application and Joint Petition at Articles 1.39 and 1.41.

Response:

Request No. 20.: Identify and provide any and all documents showing the organization expenses incurred by or on behalf of Memphis Networx through February 5, 2001.

Response:

Request No. 21.: Identify and provide any and all documents showing the total payments made to managerial consultants, technical consultants and legal counsel by or on behalf of Memphis Networx as of February 5, 2001. Identify the account to which each of these expenditures has been or will be classified.

Response:

Request No. 22.: Provide a complete list of entities, including any and all municipalities or other governmental entities, with which Memphis Broadband has entered into business relationships to provide any services. Describe the services provided or anticipated to be provided.

Response:

Request No. 23.: Identify and provide a copy of all proposed or executed contracts to which Memphis Broadband is a party.

Response: